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APPELROUTH, FARAH & Co.

PROFESSIONAL ASSOCIATION
CERTIFIED PUBLIC ACCOUNTANTS

999 PONCE DE LEON BOULEVARD
SUITE 625
CORAL GABLES, FLORIDA 33134

City/State/Zip

Phone #

600002214676--9

-06/17/97--01027--005

***1203.75 ***1203.75

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- _____
(Corporation Name) (Document #) **600002166156--0**
-05/27/97--01118--001
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(Corporation Name) (Document #) ******215.00 ****215.00**
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(Corporation Name) (Document #)
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(Corporation Name) (Document #)

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DIVISION OF CORPORATIONS
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- Walk in Pick up time _____ Certified Copy
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Name Availability	<i>RLB/16</i>
Document Examiner	<i>RL</i>
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Updater Verifier	<i>RL</i>
Acknowledgment	<i>RL</i>
W. P. Verifier	<i>RL</i>

Examiner's Initials	
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 23, 1997

APPELROUTH, FARAH & CO.
999 PONCE DE LEON BLVD., SUITE 625
CORAL GABLES, FL 33134

SUBJECT: SOPRODI LTDA, L.L.C.
Ref. Number: W97000010394

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

We have received your document for SOPRODI LTDA, L.L.C. and your check(s) totaling \$285.00. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$1203.75.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 297A00028179

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*Please return filed documents to Bonstate Research's box
Thanks!*



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 6, 1997

APPELROUTH, FARAH & CO.
999 PONCE DE LEON BLVD., SUITE 625
CORAL GABLES, FL 33134

SUBJECT: SOPRODI LTDA, L.L.C.
Ref. Number: W97000010394

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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We have received your document for SOPRODI LTDA, L.L.C. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$215.00. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

In order to file with our office the application by foreign limited liability company must be completed.

We are enclosing the proper form(s) with instructions for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 697A00023813

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. SOPRODI LTDA., L.L.C.
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. NEW YORK
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 13-3854955
(FEI number, if applicable)
4. OCTOBER 6, 1995
(Date of Organization)
5. PERPETUAL
(Duration: Year limited liability company will cease to exist or "perpetual")
6. APRIL 4, 1996
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 7352 N.W. 35TH STREET
MIAMI, FLORIDA 33122
(Street address of principal office)

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8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>AVGUSTO ZAMBRANO</u>	<u>MGR</u>	_____	_____
<u>7352 N.W. 35th STREET</u>		_____	
<u>MIAMI, FL. 33122</u>		_____	
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of SOPRODI LTDA., L.L.C.
_____ deposits and says:

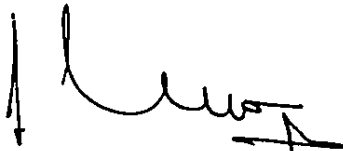
1) the above named limited liability company has at least two members

2) the total amount of cash contributed by the member(s) is \$ 127,696.

3) if any, the agreed value of property other than cash contributed by member(s) is \$ N/A.
A description of the property is attached and made a part hereto.

4) the amount of cash or property anticipated to be contributed by member(s) is \$ 127,696.
This total includes amounts from 2 and 3 above.

5) the total amount of cash or property anticipated to be contributed by member(s) is \$ -.



Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Filing Fee: \$250.00 for Application and Affidavit

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

SOPRODI LTOA, L.L.C.

2. The name and address of the registered agent and office is:

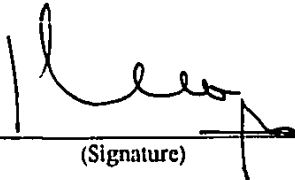
AUGUSTO ZAMBRANO
(Name)

7352 NW 35th STREET
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

MIAMI, FL. 33122
(City/State/Zip)

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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)

5/20/97
(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

State of New York
Department of State | ss:

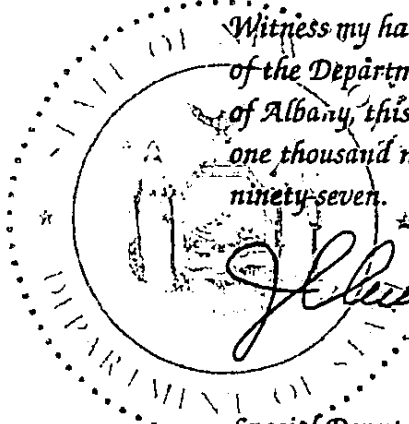
I hereby certify, that SOPRODI LTDA., LLC a NEW YORK limited liability company filed a Certificate of Articles of Organization pursuant to section 203 of the Limited Liability Company Law on 10/06/1995, and that the limited liability company is subsisting so far as shown by the records of the Department.

A Certificate of Affidavit of Publication of SOPRODI LTDA., LLC was filed on 04/02/1996.

A Certificate of Affidavit of Publication of SOPRODI LTDA., LLC was filed on 04/02/1996.

The limited liability company has filed proofs of publication under section 206 (c) of the Limited Liability company Law.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 21st day of April
one thousand nine hundred and
ninety-seven.



J. Clark
Special Deputy Secretary of State

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